

Exhibit 1

STATE OF TEXAS §

COUNTY OF Dallas §

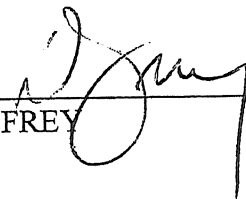
AFFIDAVIT OF DON FREY

BEFORE ME, the undersigned authority, on this day personally appeared the witness, Don Frey and states the following:

1. My name is Don Frey. I am over the age of twenty-one, of sound mind, and in all ways capable of making this affidavit. I have personal knowledge of the facts stated herein.
2. I have held a position on the Earthwater Board of Directors since, on or about, October 1, 2016.
3. On or about May 12, 2019, I was called by fellow Earthwater Limited (“Earthwater” or the “Corporation”) Board of Directors member H. Buddy Barnes (“Barnes”) to meet about Earthwater and C.J. Comu (Comu).
4. At that meeting Barnes brought Beth Ellen DeGroot (DeGroot) and they told , and assured, me several times that Comu agreed to voluntarily resign as the CEO and Chairman of the Board of Earthwater.
5. I was also told by Barnes and DeGroot that as of, on or about, May 6, 2019, DeGroot had been appointed President of the Corporation and all of its wholly owned subsidiaries and had been appointed to fill the vacant position on Earthwater’s Board of Directors and all of its wholly owned subsidiaries created by the purported resignation of Comu effective, on or about, May 6, 2019.
6. After making these representations to me, Barnes and DeGroot presented me with a written Resolution of the Board of Directors of Earthwater (the “Resolution,” attached as Exhibit A) making the following resolutions:

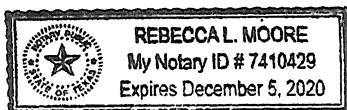
- a. Accepting Comu's resignation from Earthwater's Board of Directors and from his position as the CEO of the Corporation;
 - b. Appointing DeGroot as the President of Earthwater and its wholly owned subsidiaries and to fill the vacant position on the Corporation's Board and all of its wholly owned subsidiaries, effective May 6, 2019, signed by May 13, 2019; and
 - c. Ratifying any actions taken by DeGroot prior to the date of the resolutions.
7. Based on the assurances and statements of DeGroot and Barnes, I signed the Resolution, a copy of which is attached to this affidavit as Exhibit A.
8. Since signing the Resolution, I spoke to Comu, and he said that he did not agree to resign from his position as the CEO of Earthwater, nor resign from his position as Chairman of the Board of Earthwater. As such, it now appears that someone is misstating these facts.
9. Had I known that Comu had not agreed to resign from his positions with Earthwater, I would not have signed the Resolution.

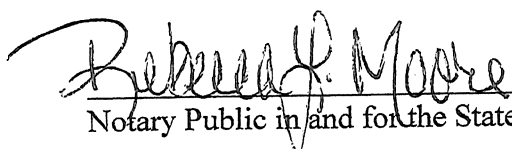
FURTHER THE AFFIANT SAYETH NOT.



DON FREY

On this the 3rd day of June, 2019, before me the undersigned authority, personally appeared DON FREY, who is known to me, and/or proven to me by his identification, 08310794 TXDL, and who executed the foregoing instrument, and acknowledged to me that he executed the same as his free act and deed.





Notary Public in and for the State of Texas

EarthWater Limited

**WRITTEN RESOLUTION OF
THE BOARD OF DIRECTORS**

The undersigned, all being members of the Board of Directors (the "Board of Directors") of EarthWater Limited, a UK Corporation (the "Corporation"), and representing a simple majority of the Board of Directors, hereby consent to the adoption of the following resolutions:

Resolution

WHEREAS, in accordance with the Articles of Incorporation, and the Bylaws of the Corporation, the Board of Directors deems it to be in the best interest of the Corporation and its shareholders to adopt the following resolution;

NOW, THEREFORE, BE IT

RESOLVED, that the Corporation and the Board of Directors accept CJ Comu's resignation as the Corporation's Chairman of the Board, as a Member of the Board of Directors of the Corporation and as an employee and Chief Executive Officer of the Corporation, Effective Monday, May 6, 2019.

FURTHER RESOLVED, that Beth Ellen DeGroot, be appointed President of the Corporation and all of its wholly owned subsidiaries and appointed to fill the vacant positions on the Corporation's Board of Directors and all of its wholly owned subsidiaries, effective Monday, May 6, 2019.

FURTHER RESOLVED, that any action heretofore taken by Beth Ellen DeGroot prior to the date of this resolution is within the authority conferred herein as ratified, confirmed and approved.

Counterpart Signatures

RESOLVED, that this Resolution may be signed in any number of counterparts, each of which shall be deemed to be an original, and all of which, when taken together, shall be deemed to be a single document; and

FURTHER RESOLVED, that this Resolution may be signed in counterparts and delivered by facsimile transmission.

(Resolution signature page follows)

Consent

WHEREFORE, this Resolution shall have the same force and effect as a majority vote cast at a meeting of the directors of the Corporation duly called, noticed, convened and held in accordance with the law, the Articles of Incorporation, and the Bylaws of the Corporation.

Effective date: May 12, 2019




H. Buddy Barnes
Director / Treasurer



Don Frey
Independent Director

5-13-19



Beth Ellen DeGroot
Director / President

5/12/2019